

POGO PRODUCING CO
Form SC 13G/A
February 13, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

(RULE 13d-102)
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULES 13d-1(b), (c), AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

(AMENDMENT NO. 14)

POGO PRODUCING COMPANY

(NAME OF ISSUER)

COMMON STOCK, \$1.00 PAR VALUE

730448107

(TITLE OF CLASS OF SECURITIES)

(CUSIP NUMBER)

Check the appropriate box to designate the rule pursuant to
which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities, and
for any subsequent amendment containing information which would alter the
disclosures provided in a prior cover page.

(Continued on following page(s))
(Page 1 of 6 Pages)

56706.0001

CUSIP No.

730448107

13G

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| | | | |
|-------|---------------------------------------------------------------------|-----------------|--------------------------------|
| 1 | NAME OF REPORTING PERSON: | KLINGENSTEIN, F | |
| | S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: | | 13-3 |
| ----- | | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: | | |
| ----- | | | |
| 3 | SEC USE ONLY | | |
| ----- | | | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION: | DELAWARE | |
| ----- | | | |
| | NUMBER OF SHARES | 5 | SOLE VOTING POWER: 0 |
| ----- | | | |
| | BENEFICIALLY OWNED BY | 6 | SHARED VOTING POWER: 0 |
| ----- | | | |
| | EACH REPORTING | 7 | SOLE DISPOSITIVE POWER: 0 |
| ----- | | | |
| | PERSON WITH | 8 | SHARED DISPOSITIVE POWER: 3,28 |
| ----- | | | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: | | 3,28 |
| ----- | | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARE | | |
| ----- | | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): | | |
| ----- | | | |
| 12 | TYPE OF REPORTING PERSON: | IA | |
| ----- | | | |

Item 1

- (a) Name of Issuer
Pogo Producing Company
- (b) Address of Issuer's Principal Executive Offices
Five Greenway Plaza
Suite 2700
Houston, Texas 77046-0504

Item 2

- (a) Name of Person Filing
See Item 1 of the Cover Page attached hereto
- (b) Address of Principal Business Office or, if none, Residence
787 Seventh Avenue

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New York, New York 10019

- (c) Citizenship
See Item 4 of the Cover Page attached hereto

- (d) Title of Class of Securities
Common Stock, par value \$1.00 per share

- (e) CUSIP Number
730448107

Item 3 Person Filing

- (e) Klingenstein, Fields & Co., L.L.C. is an Investment Adviser registered under section 203 of the Investment Advisers Act of 1940

Item 4 Ownership

- (a) Amount Beneficially Owned
See Item 9 of the Cover Page attached hereto
- (b) Percent of Class
See Item 11 of the Cover Page attached hereto

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- (c) Number of shares as to which such person has:
- (i) Sole power to vote or to direct the vote
See Item 5 of the Cover Page attached hereto
 - (ii) shared power to vote or to direct the vote
See Item 6 of the Cover Page attached hereto
 - (iii) sole power to dispose or to direct the disposition of
See Item 7 of the Cover Page attached hereto
 - (iv) shared power to dispose or to direct the disposition of
See Item 8 of the Cover Page attached hereto

Item 5 Ownership of Five Percent or Less of a Class

Not applicable

Item 6

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Ownership of More than Five Percent on Behalf of Another Person

Not applicable

Item 7

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable

Item 8

Identification and Classification of Members of the Group

Not applicable

Item 9

Notice of Dissolution of Group

Not applicable

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Item 10

Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 12, 2002

Klingenstein, Fields & Co., L.L.C.

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By: /s/ Jonathan Roberts

Jonathan Roberts, Member